

**APPLICATION FOR CERTIFICATE TO BECOME A  
TELECOMMUNICATIONS CARRIER**

**B & S TELECOM, INC.**

**Docket 01-0440**

**Late Filed Exhibit 2**

**Articles of Incorporation**

**&**

**By Laws**

**OFFICIAL FILE**

I.C.C. DOCKET NO. 01 0440

App. Late-Filed Exhibit No. 2

Witness Bruce Yumille

Date 8/9/01 Reporter F

## ARTICLE IV

1. The address of the registered office is:			
<u>5 Locust Lane</u>	<u>Lansing</u>	<u>Michigan</u>	<u>48911</u>
(Street Address)	(City)		(ZIP Code)
2. The mailing address of the registered office, if different than above is:			
<u></u>	<u></u>	<u>Michigan</u>	<u></u>
(Street Address or P.O. Box)	(City)		(ZIP Code)
3. The name of the resident agent at the registered office is:	<u>Saul Aruzis</u>		

## ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:	
Name	Residence or Business Address
<u>Sherril A. Wellman</u>	<u>Leomis, Ewert, Parsley, Davis &amp; Goting</u>
	<u>232 S. Capitol, Ste. 1000</u>
	<u>Lansing, MI 48933</u>

## ARTICLE VI (Optional. Delete if not applicable.)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors, or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders.

## ARTICLE VII (Optional. Delete if not applicable.)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting.

**BYLAWS OF  
B & S TELECOM, INC.**  
A Michigan corporation

**ARTICLE I**  
**OFFICES**

**SECTION 1.** The principal executive office of the Corporation shall be located at 5 Locust Lane, City of Lansing, County of Ingham, State of Michigan. The corporation may also have offices at other places as the board of directors may from time to time designate.

**ARTICLE II**  
**SHAREHOLDERS' MEETINGS**

**SECTION 2.01** All meetings of the shareholders shall be held at the principal executive office of the Corporation or at such other place as the board of directors may determine.

**SECTION 2.02** The annual meeting of the shareholders shall be held on the second Monday in January of each year at 10:00 a.m. If this day happens to be a legal holiday, then the meeting shall be held at the same time on the next succeeding business day.

**SECTION 2.03** Special meetings of the shareholders may be called by the director.

**SECTION 2.04** Notice of annual and special meetings of the shareholders shall be given pursuant to the requirements of the Corporate Law of the State of Michigan, as it exists now or as it may be amended in the future.

**SECTION 2.05** Actions taken at any meeting of shareholders, no matter how called, or noticed, and wherever held, are as valid as if taken at a regularly noticed and called meeting, if a quorum is present, in person or by proxy, and if each of the absent persons entitled to vote signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals must be filed with the corporate records or made a part of the minutes. If a person attends a meeting and fails to object at the beginning thereof to the holding of the meeting because it was not lawfully called, then such an appearance is a waiver of notice to that person. Such attendance is not a waiver of the right to object at the meeting to the consideration of matters required by the law or these Bylaws to be included in the notice but not so included.

**SECTION 2.06** A quorum exists when a majority of shares entitled to vote is represented in person or by proxy. Business may be transacted after withdrawal of enough shareholders to leave less than a quorum, so long as the action taken is approved by the number of shares required to constitute a quorum. A quorum is not needed to adjourn a meeting so long as a majority of the shares present, in person or by proxy, votes in favor of adjournment.

**SECTION 2.07** Directors need not be elected by ballot unless a shareholder so demands at the meeting and before the commencement of voting.

**SECTION 2.08** Only holders of shares at the close of business on the record date are entitled to notice and to vote, except as provided by the Articles of Incorporation, by consent agreement, or by the General Corporation Law. At the annual meeting of the shareholders a board of two directors shall be elected, with each shareholder entitled to vote as many shares as he owns toward the election of each director.

**SECTION 2.09** Every shareholder entitled to vote may authorize another to act by proxy with respect to the voting of such shares by filing a written proxy signed by such person with the secretary of the Corporation prior to the commencement of the meeting. A proxy shall be valid for no more than eleven (11) months from the date of its execution, unless otherwise provided on the face of the proxy. All proxies shall be subject to the Corporate Law of the State of Michigan.

### **ARTICLE III**

#### **DIRECTORS**

**SECTION 3.01** Subject to the provisions and limitations of the Corporate Law of the State of Michigan, and the Articles of Incorporation, or by any agreement of the outstanding shares pertaining to the business of this Corporation, so long as it remains a close Corporation, business and affairs of the Corporation shall be managed and all corporate powers exercised by or under the direction of the board of directors.

**SECTION 3.02** The number of directors shall be two (2).

**SECTION 3.03** The directors shall be elected at the annual meeting of the shareholders and serve until the next annual meeting and until their successors stand qualified to assume office.

**SECTION 3.04** a) Vacancies on the board may be filled upon a vote of the majority of the directors then in office, whether a quorum or not, or by a sole remaining director, if any; and otherwise by the shareholders.

b) Vacancies caused by the removal of directors may only be filled by approval of the shareholders as provided in the Corporate Law of the State of Michigan, unless the Articles of Incorporation are amended or a Bylaw adopted in the future by the shareholders to provide that vacancies occurring because of removal may be filled by the board. Any vacancy not filled by the board which it is authorized to fill may be filled by the shareholders. Any such election by written consent requires the consent of the majority of the shareholders entitled to vote, however no vacancy caused by removal shall be filled by written consent except by the unanimous written consent of all shareholders entitled to vote in directors' election.

**SECTION 3.05** Any director or the entire board of directors may be removed from office in the manner provided by law.

**SECTION 3.06** Meetings of the board of directors may be called by the Chairman of the board, or the president, or any two directors. Regular annual meetings of the board of directors shall be held without notice and immediately following and in the same location as the annual meeting of shareholders.

**SECTION 3.07** Meetings of the board of directors shall be held at the Corporation's principal executive office, or at any place designated by the board of directors and contained in the notice thereof.

**SECTION 3.08** Notice of any special meeting of the board of directors shall be given by first-class mail, postage prepaid, to all directors four (4) days in advance of such meeting or by telephone two (2) days in advance of the meeting.

**SECTION 3.09** A director who signs a waiver of notice, or a consent to the holding of a meeting, or an approval of the minutes thereof, or who attends the meeting without protest, thereby waives his right to notice of the meeting. All such waivers, consents, or approvals shall be made a part of the corporate record, filed and included in the minutes of the meeting.

**SECTION 3.10** A quorum shall consist of a majority of the authorized number of directors. Every act or decision done or made by a majority of directors present at a meeting of the board is the act of the board, except as provided by Articles in these Bylaws, or Bylaw. Any meeting at which a quorum is present may transact business after a withdrawal of directors if the vote for approval of an action constitutes a majority of the required quorum for that meeting.

**SECTION 3.11** Action required to be taken at a meeting of the board may be taken instead by unanimous written consent of the directors. Such consents shall be filed with the minutes of board proceedings.

#### **ARTICLE IV** **OFFICERS**

**SECTION 4.01** The Corporation shall have one officer, being the president, and other officers as the board of directors from time to time deems necessary. All officers serve at the pleasure of the board, which shall fix their compensation and term of employment.

**SECTION 4.02** The president shall be the chief executive officer of the Corporation and shall act in such a manner, and be responsible for such duties, appropriate to that officer. However, the president shall always be under the supervisory power of the board. The president shall be the presiding officer for shareholders and board of directors meetings and shall have general charge of and control over the affairs of the corporation, subject to the board of directors.

**SECTION 4.03** If such office is established by the board of directors, the vice-president shall be responsible for assuming the duties of the president upon the latter's inability to serve. The vice-president shall also have such other duties as the president or board may determine.

**SECTION 4.04** If such office is established by the board of directors, the secretary shall issue all notices demanded by the law or these By-laws and shall keep the minutes of all shareholders and board of directors proceedings. He shall have custody of all books, records and papers of the company, except those that shall be in the charge and care of the treasurer or of some other person authorized to have custody and possession thereof by a resolution of the board of directors. The secretary shall countersign all company stock certificates unless he also holds the office of president. The secretary shall also have such other duties as the president or board may determine.

**SECTION 4.05** If such office is established by the board of directors, the treasurer shall be responsible for all funds received or disbursed by the Corporation and shall be the custodian of the corporate securities. The treasurer shall also maintain accurate books and records of account of the assets and liabilities of the Corporation. If the offices of president and secretary of the corporation shall be held by the same person, the treasurer shall countersign all certificates of stock of the company. The treasurer shall also have such other duties as the president or the board may determine.

## **ARTICLE V**

### **CORPORATE RECORDS AND REPORTS**

**SECTION 5.01** The Corporation shall maintain accurate books and records of assets and liabilities, and shall keep minutes of all proceedings involving the shareholder and the board of, and shall keep at its principal executive office a record of the shareholders and the number and class of shares held by each. All books, records, and minutes must be kept in written form, with the exception of those books and records which are capable of being kept in a form convertible into written form. The books of the corporation shall be closed on December 31 each year.

Within sixty (60) days after the end of the fiscal period, the president or any officer appointed by him shall provide each shareholder with a financial statement for the corporation, consisting of a statement of financial condition and a statement of the results of its operations for the period ending on the closing date.

**SECTION 5.02** The record of shareholders, the books and records of assets and liabilities, and the minutes of meetings and proceedings, shall be open for inspection by any shareholder upon written request. Each and every director shall have the unqualified right to, at reasonable times, inspect and copy all Corporate documents of any kind, and to inspect all Corporate properties and holdings.

**SECTION 5.03** The annual report to shareholders as provided for in the Corporate Law of the State of Michigan, is hereby waived.

## **ARTICLE VI**

### **INDEMNIFICATION OF CORPORATE AGENTS**

**SECTION 6.01** Each and every agent of the Corporation shall be indemnified against legal expenses, judgments, fines, settlements and other amounts, reasonably incurred by such person after having been made or threatened to be made a party to a legal action. Payment of such amounts may also be made in advance if expenses are reasonably likely to be incurred by a Corporate agent in defense of any such action.

#### **ARTICLE VII** **EXECUTION OF INSTRUMENTS**

**SECTION 7.01** The board of directors may by resolution determine the officers and agents to execute any corporate instrument or document, or to sign the Corporate name, within the law, and such execution and signing shall be binding on the Corporation.

#### **ARTICLE VIII** **ISSUANCE AND TRANSFER OF SHARES**

**SECTION 8.01** Every shareholder shall be issued a certificate certifying the number and class of shares owned and contain any statement required by the provisions of the Corporate Law of the State of Michigan. Every certificate shall be signed by the Chairman of the board, or the president or vice-president and by the treasurer or the secretary of the Corporation.

**SECTION 8.02** A transfer of shares may be made upon the signature of the owner and the delivery of the certificate, but to be effective, such transfer must be entered in the corporate records, complete with the names of the parties, the certificate registration, the number of shares involved and the date of transfer, and the old certificate must be surrendered and canceled.

**SECTION 8.03** The Corporation has the duty to record the transfer of shares, to cancel surrendered certificates, and to issue new certificates to new owners.

#### **ARTICLE IX** **AMENDMENT OF BYLAWS**

**SECTION 9.01** These Bylaws may be amended or repealed, and new Bylaws adopted, upon approval by the shareholders entitled to vote, subject to the provisions of the Corporate Law of the State of Michigan. Except for limitations imposed by the Articles of Incorporation on the board of directors' power to amend, repeal or adopt Bylaws, such actions may be taken by approval of the board. However, such Bylaws may not contain any language in conflict with the law, or the Articles of Incorporation.